



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

February 19, 2020

Ryan A. Hornaday  
Chief Financial Officer  
MediaCo Holding Inc.  
One Emmis Plaza  
40 Monument Circle, Suite 700  
Indianapolis, IN 46204

**Re: MediaCo Holding Inc.  
Form 8-K**

**Exhibit Nos. 10.2 Employee Leasing Agreement, dated as of November 25, 2019, by and between Emmis Operating Company and MediaCo Holding Inc.**

**10.3 Management Agreement, dated as of November 25, 2019, by and between Emmis Operating Company and MediaCo Holding Inc.**

**10.4 Shared Services Agreement (WEPN), dated as of November 25, 2019, by and between Emmis Operating Company and MediaCo Holding Inc.**

**10.5 Shared Services Agreement (WLIB), dated as of November 25, 2019, by and between WBLs-WLIB LLC and MediaCo Holding Inc.**

**10.7 Antenna Site Agreement (WBLs Aux), dated as of November 25, 2019, by and between WLIB Tower LLC and MediaCo Holding Inc.**

**Filed November 27, 2019  
File No. 001-39029**

Dear Mr. Hornaday:

We have concluded our assessment of your redacted exhibits for compliance with applicable form requirements and will process your supplemental response and related materials in accordance with your request.

Sincerely,

Division of Corporation Finance